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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO / OAKLAND DIVISION

RENEE FASSBENDER AMOCHAEV,
DEBORAH ORLANDO, KATHRYN N.
VARNER and JUDY WEIL, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

CITIGROUP GLOBAL MARKETS, INC.,
d/b/a SMITH BARNEY,

Defendant.

Case No. C-05-1298 PJH

**JOINT STIPULATION AND [PROPOSED]
ORDER WITHDRAWING JUDY WEIL AS
A CLASS REPRESENTATIVE**

STIPULATION

WHEREAS, Judy Weil was named as a putative class representative in this action;

WHEREAS, for personal reasons, Judy Weil seeks to withdraw permanently as a representative plaintiff on behalf of the putative class in this matter;¹

WHEREAS, the parties therefore have agreed that Judy Weil should be permitted to withdraw as a putative class representative in this matter; and

WHEREAS, because Judy Weil remains within the putative class as described in the Complaint, the statute of limitations for her claims are tolled to the same extent as for all other putative class members;

IT IS HEREBY STIPULATED, by and between the parties through their respective counsel of record, that (i) Judy Weil be removed as a class representative in this action and will maintain her status as a putative class member and (ii) Ms. Weil will not seek to serve as a representative plaintiff on behalf of the putative class at any time in the future.

SO STIPULATED.

Dated: September 13, 2006

LIEFF, CABRASER, HEIMANN & BERNSTEIN, LLP

By: /s/ Elizabeth A. Alexander
Elizabeth A. Alexander

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¹ Should the Court require additional information regarding Ms. Weil's basis for seeking to withdraw, she respectfully requests that she be permitted to provide information to the Court *in camera*.

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Attorneys for Plaintiffs and the Class

Dated: September 13, 2006

PAUL, WEISS, RIFKIND, WHARTON & GARRISON,
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By: /s/ Daniel J. Toal (with permission)

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Attorneys for Defendant

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: 9/15/06 _____



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